

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>DOMS MARKET LLC</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 7</p> <p>Case No. 24-11010 (TMH)</p> <p>EIN: 84-1747198</p>
<p>In re:</p> <p>DOMS MARKET HOLDCO INC.</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 7</p> <p>Case No. 24-11011 (TMH)</p> <p>EIN: 84-4499666</p>
<p>In re:</p> <p>FOXTROT HOLDINGS TEXAS, INCORPORATED</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 7</p> <p>Case No. 24-11012 (TMH)</p> <p>EIN: 83-3831903</p>
<p>In re:</p> <p>FOXTROT INTERMEDIATE TEXAS, INCORPORATED</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 7</p> <p>Case No. 24-11013 (TMH)</p> <p>EIN: 83-3803695</p>
<p>In re:</p> <p>FOXTROT RETAIL INCORPORATED</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 7</p> <p>Case No. 24-11014 (TMH)</p> <p>EIN: 83-1628447</p>
<p>In re:</p> <p>FOXTROT RETAIL DC, LLC</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 7</p> <p>Case No. 24-11015 (TMH)</p> <p>EIN: 84-2583091</p>

In re:	Chapter 7
FOXTROT RETAIL FLORIDA, LLC	Case No. 24-11016 (TMH)
Debtor.	EIN: 88-3527444
In re:	Chapter 7
FOXTROT RETAIL TEXAS, INCORPORATED	Case No. 24-11017 (TMH)
Debtor.	EIN: 83-3777582
In re:	Chapter 7
FOXTROT VENTURES, INCORPORATED	Case No. 24-11018 (TMH)
Debtor.	EIN: 46-2928250
In re:	Chapter 7
OUTFOX HOSPITALITY LLC	Case No. 24-11008 (TMH)
Debtor.	EIN: 93-4442547
In re :	Chapter 7
OUTFOX HOSPITALITY MIDCO LLC	Case No. 24-11009 (TMH)
Debtor.	EIN: N/A

**GLOBAL NOTES AND STATEMENTS
OF LIMITATIONS, METHODOLOGY, AND DISCLAIMERS REGARDING
THE DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES AND
STATEMENTS OF FINANCIAL AFFAIRS**

The above-captioned debtors (collectively, the “Debtors”) are filing their respective Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements” and together with the Schedules, the “Schedules and Statements”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) pursuant to section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Caroline Barry has signed each set of the Schedules and Statements. Ms. Barry serves as the Secretary and Treasurer for Outfox Hospitality LLC and is an authorized signatory for each of the Debtors with respect to the Schedules and Statements. In reviewing and signing the Schedules and Statements, Ms. Barry has necessarily relied upon the efforts, statements, and representations of various personnel of the Debtors and the Debtors' legal and financial advisors. Given the scale of the Debtors' business and the complexity of the Debtors' records, Ms. Barry has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including, without limitation, statements and representations concerning amounts owed to creditors, the classification of such amounts, and creditor addresses.

The Schedules and Statements are unaudited and subject to potential amendment or supplementation. In preparing the Schedules and Statements, the Debtors relied on financial data derived from the Debtors' books and records that was available at the time of preparation. The Debtors have made every reasonable effort to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances and based upon such information as was available at the time of preparation.

Global Notes and Overview of Methodology

1. **Description of Cases.** On May 14, 2024 (the "Petition Date"), each of the Debtors filed voluntary petitions for relief under chapter 7 of the Bankruptcy Code.

2. **Global Notes Control.** These *Global Notes and Statements of Limitations, Methodology, and Disclaimers Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs* (the "Global Notes") pertain to, are incorporated by reference in, and comprise an integral part of all of the Schedules and Statements. The Global Notes should be referred to and referenced in connection with any review of the Schedules and Statements. In the event that the Schedules and Statements conflict with these Global Notes, these Global Notes shall control.

3. **Basis of Presentation.** The Schedules and Statements are unaudited and do not purport to be financial statements prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP"), nor were they reconciled with the Debtors' financial statements. These Schedules and Statements represent a good faith attempt to comply with the requirements of the Bankruptcy Code and Bankruptcy Rules using commercially reasonable efforts and resources available and are subject to further review and potential adjustment.

The Debtors used reasonable efforts to attribute the assets and liabilities, certain required financial information, and various cash disbursements to each particular Debtor entity. Because the Debtors' accounting systems, policies, and practices were developed for consolidated reporting purposes rather than for reporting by legal entity, it is possible that not all assets and liabilities have been recorded with the correct legal entity on the Schedules and Statements.

4. **Reporting Date.** Unless otherwise noted herein or in the Schedules and Statements, all asset values (other than for bank accounts, other cash equivalents, and accounts receivable) contained in the Schedules and Statements and herein are as of March 31, 2024. Values

of bank accounts, other cash equivalents, and accounts receivable are as of the Petition Date. Accounts receivable are as of April 26, 2024. The values of the Debtors' liabilities are as of the Petition Date. It is possible, however, that because the Debtors ceased operations prior to the Petition Date, certain amounts invoiced to the Debtors after they ceased operations were not recorded in the Debtors' liabilities.

5. **Foreclosure Sale.** On May 10, 2024, the Debtors' senior lender conducted an auction for a foreclosure sale of substantially all of the Debtors' assets in which the lender had a security interest pursuant to the New York Uniform Commercial Code. The Debtors understand that there was a winning bidder for the sale of the assets of Foxtrot Ventures Incorporated, Foxtrot Retail, Inc., Foxtrot Retail D.C., LLC, Foxtrot Intermediate Texas, Inc., Foxtrot Retail Texas, Inc. and Foxtrot Holdings Texas, Inc. and that such foreclosure sale closed on May 14, 2024. None of the Debtors were parties to the sale, although the Debtors assigned certain leases to the buyer in connection therewith. The Debtors and their advisors who assisted in the preparation of the Schedules and Statements have made reasonable efforts to reflect the impact of the foreclosure sale in the Schedules and Statements but do not guarantee or warrant the accuracy or completeness thereof.

Prior to the foreclosure sale, the Debtors owned and operated stores at thirty five (35) locations. Fifteen (15) of those store locations and substantially all assets used in the operation of those store locations were sold as a result of the foreclosure sale. Those locations include: (i) 401 N. Wells Street, Chicago, IL 60654 ("Hubbard"); (ii) 171 N. Green Street, Chicago, IL 60607 ("Fulton Market"); (iii) 23 W. Maple St., Chicago, IL 60610 ("Gold Coast"); (iv) 1562 N. Wells St., Chicago, IL 60610 ("Old Town"); (v) 1576 N. Milwaukee Ave., Chicago, IL 60622 ("Milwaukee & Damen"); (vi) 233 S. Wacker Dr., Chicago, IL 60607 ("Willis Tower"); (vii) 1714 W. Division St., Chicago, IL 60622 ("Wicker Park"); (viii) 2801 N. Broadway St., Chicago, IL 60657 ("East Lakeview"); (ix) 3649 N. Clark St., Chicago, IL 60613 ("Wrigley"); (x) 6565 Hillcrest Ave., Dallas, TX 75205 ("University Park"); (xi) 1800 & 1804 S. 1st St., Austin, TX 78704 ("South 1st & Annie"); (xiii) 2822 McKinney Ave., Dallas, TX 75204 ("Uptown"); (xiv) 301 W. 2nd St., Austin, TX 78701 ("Downtown 2nd St."); (xv) 3130 Knox St., Dallas, TX 75205 ("Knox Henderson"); and 900-902 W. Armitage St., Chicago, IL 60614 ("Lincoln Park"). The assets associated with the sold store locations include but are not limited to equipment, inventory, supplies, and accounts.

6. **Valuation.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations of all of their assets. Accordingly, unless otherwise indicated, the Schedules and Statements reflect net book values as of March 31, 2024. Cash is reported based on the balances of the Debtors' bank accounts as of the Petition Date. Amounts ultimately realized may vary from net book value (or whatever value was ascribed) and such variance may be material. In addition, the amounts shown for total liabilities exclude items identified as "unknown" or "undetermined" and, thus, ultimate liabilities may differ materially from those stated in the Schedules and Statements. In some instances, the Debtors have used estimates where actual data was not available.

7. **Currency.** All amounts shown in the Schedules and Statements are in U.S. Dollars.

8. **Quantification of Claims.** Amounts that were not readily quantifiable by the

Debtors are reported as “undetermined,” “unknown,” or “N/A” and any such designation is not intended to reflect the magnitude or materiality of any claim.

9. **Operating Entities.** The Debtors operate their stores at leased locations and do not own any real property except for leasehold interests held by those of the Debtors that are the lessees under such leases. While certain Debtor entities are liable for rents and other obligations under the leases, the funds actually used by the Debtors to satisfy such obligations, along with any other monetary obligations incurred at the operational level, are supplied by Doms Market LLC and Foxtrot Ventures, Incorporated. The lessee Debtor entities store and use certain business equipment, all of which is owned by Doms Market LLC and Foxtrot Ventures, Incorporated.

10. **Setoffs.** The claims of individual creditors for, among other things, goods, products, services or taxes are listed as the amounts entered on the Debtors’ books and records and may not reflect credits, allowances or other adjustments due from such creditors to the Debtors.

11. **Exclusions.** The Debtors believe that they have identified, but did not necessarily value, all material categories of assets and liabilities in the Schedules and Statements. The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including accrued accounts payable, right of use assets and liabilities, leased equipment assets, and liabilities and deferred revenue. The Debtors also have excluded potential rejection damage claims of counterparties to executory contracts and unexpired leases, to the extent such damage claims may exist. In addition, certain immaterial assets and liabilities may have been excluded.

12. **Causes of Action.** The Debtors, despite their reasonable efforts, may not have listed all of their causes of action or potential causes of action against third parties as assets in the Schedules and Statements, including, without limitation, causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant nonbankruptcy laws to recover assets or avoid transfers.

13. **Insiders.** For purposes of the Schedules and Statements, the Debtors defined “insiders” in accordance with the provisions of section 101(31) of the Bankruptcy Code. Persons listed as “insiders” have been included for informational purposes only, however, and the designation of such persons as “insiders” on the Schedules and Statements does not constitute, and should not be construed as, an admission that such persons constitute insiders within the meaning of section 101(31) of the Bankruptcy Code. Moreover, these Global Notes and the Schedules and Statements do not take any position with respect to: (a) any person’s influence over the control of the Debtors; (b) the management responsibilities or functions of any such person; (c) the decision making or corporate authority of any such person; or (d) whether the Debtors or any person who may have had control over the Debtors could successfully argue that such person is not an “insider” under applicable law or with respect to any theories of liability or for any other purpose.

14. **Litigation.** Certain litigation reflected as claims against one of the Debtors may relate to any of the other Debtors. The Debtors have made reasonable efforts to accurately record such claims in the Schedules and Statements of the Debtors against whom such claims lie.

15. **Guarantees and Other Secondary Liability Claims.** The Debtors have exercised

reasonable efforts to locate and identify guarantors, co-obligors, or other secondarily-liable parties under executory contracts, unexpired leases, secured financing agreements, and other such arrangements or agreements. Where such guarantors or co-obligors have been identified, the Debtors have included them in the relevant Schedules D, E/F, G and/or H for the applicable Debtor. The Debtors may have inadvertently omitted certain guarantees or other secondary liability embedded in their contractual agreements.

16. **Totals.** All totals that are included in the Schedules and Statements represent totals of known amounts only and do not include any undetermined amounts. To the extent there are unknown or otherwise undetermined amounts, the actual total may be materially different than the listed total. Due to unliquidated, contingent and/or disputed claims, summary statistics in the Schedules and Statements may significantly understate the Debtors' liabilities.

17. **Accuracy.** The financial information disclosed herein was not prepared in accordance with GAAP, federal or state securities laws, or other applicable nonbankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors are not liable for and undertake no responsibility to indicate variations from securities laws.

Specific Notes to the Schedules of Assets and Liabilities

Summary of Assets and Liabilities

For financial reporting purposes, the Debtors ordinarily prepare consolidated financial statements in accordance with GAAP. The Schedules reflect the assets and liabilities of each Debtor on a nonconsolidated basis, except where otherwise indicated. Accordingly, the totals listed in the Schedules will likely differ, at times materially, from the consolidated financial reports prepared by the Debtors for financial reporting purposes or otherwise, which may reflect consolidation, elimination and step-up in basis adjustments to the financial statements.

Schedule A/B

Part 1, Item 3

The Debtors maintain approximately sixteen (16) bank accounts and utilize a cash management system in the ordinary course of business to efficiently collect, concentrate, and disburse funds generated by their operations. The account holder for eight (8) of the Debtors' bank accounts is Doms Market LLC; the account holder for seven (7) of the Debtors' bank accounts is Foxtrot Ventures, Incorporated; and the remaining one (1) of the bank accounts is held by Outfox Hospitality LLC.

Part 2, Items 7 & 8

The Debtors' characterization of an asset listed in Part 2, Items 7 and 8 is not a legal characterization of either a deposit or a prepayment.

Part 5, Items 18 to 22

Doms Market LLC and Foxtrot Ventures, Incorporated own certain finished goods inventory, which is stored and sold at the Debtors' stores in the ordinary course of business. All such inventory has been scheduled on Schedule A/B for Doms Market LLC and Foxtrot Ventures, Incorporated, regardless of the location where such inventory was located as of the Petition Date. Except for goods located at the Lincoln Park and Old Town stores, values of finished goods are as of March 31, 2024. Goods located at the Lincoln Park and Old Town stores are valued as of April 29, 2024.

Part 7, Items 39 to 40 and Part 8, 50

Doms Market LLC and Foxtrot Ventures, Incorporated own certain business equipment, as well as all fixtures, which are stored and used at the Debtors' stores in the ordinary course of business. All such equipment and fixtures have been scheduled on Schedules A/B for Doms Market LLC and Foxtrot Ventures, Incorporated, regardless of the locations where such equipment and fixtures were being stored and used as of the Petition Date.

Part 9, Item 55

For accounting purposes, the Debtors recorded all leasehold improvements as assets of either Doms Market LLC or Foxtrot Ventures, Incorporated. All such leasehold improvements have been scheduled on Schedule A/B for the Debtor entity who is the lessee for that location.

Part 11, Item 72

The Foxtrot entities and the Doms entities merged in 2023. Due to this change in circumstances, the Debtors' taxes for 2023 have not yet been completed. Accordingly, the Debtors have not included any tax refund amounts in Schedule A/B.

Schedule D**Part 1, Item 2**

The claim amounts listed on Schedule D are as of the Petition Date, with the exception of auto loan amounts, which are as of March 31, 2024.

Schedule E/F**Claims of Counterparties to Executory Contracts and Unexpired Leases**

Schedule E/F reflects the prepetition amounts owing as of the Petition Date to counterparties to executory contracts and unexpired leases. Schedule E/F does not include potential rejection damage claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

Part 1, Item 2

In the ordinary course of business, the Debtors incur certain personal property and sales tax obligations in the various jurisdictions in which the Debtors operate. Such personal property tax obligations are assessed based on the equipment and other personal property stored at the locations of the Debtors' stores. Sales tax obligations are based on taxable revenue earned by Doms Market LLC and Foxtrot Ventures, Incorporated. As set forth above in Global Note 9 and the Specific Note on Schedule A/B, Part 5, Items 18 to 22, Doms Market LLC and Foxtrot Ventures, Incorporated own all the equipment and other personal property and all revenues generated by sales or otherwise; accordingly, all personal property and sales tax obligations have been scheduled on Schedule E/F for Doms Market LLC and Foxtrot Ventures, Incorporated, regardless of which of the Debtors' names may appear on the tax bills or statements.

Part 2, Item 3

Debtors Doms Market LLC and Foxtrot Ventures Incorporated sold gift cards in the ordinary course of business. As of the Petition Date, a number of outstanding gift cards had not been redeemed or tied to a user account, and the Debtors were not able to identify the recipients of these gift cards. Accordingly, the totals of such unclaimed gift cards are listed in Schedule F for those Debtors.

Schedule G

Although commercially reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions or overinclusion may have occurred in preparing Schedule G. The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, or other documents, instruments, or agreements that may not be listed therein. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space, early termination rights, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth on Schedule G. Further, certain of the real property leases listed on Schedule G may have been terminated prepetition. All the Debtors' real property leases are included in Schedule G regardless of any such prepetition terminations.

For unexpired leases, the amounts listed do not reflect the total liability amount that would be required to be recorded under ASC 842, which would require the total of all past and future lease payments to be reflected on the books and records. Only past due lease payments have been listed in the Schedules.

Any and all rights, claims, and causes of action of the Debtors with respect to the agreements listed on Schedule G are hereby reserved and preserved.

Specific Notes to the Statements of Financial Affairs

Part 1, Item 1

As set forth above in Global Note 10 and the Specific Note on Schedule A/B, Part 5, Item 21, Doms Market LLC and Foxtrot Ventures, Incorporated own all of the assets that produce revenue from the business of the Debtors; therefore, the Debtors have listed all gross revenue from the business of the Debtors on the Statements for Doms Market LLC and Foxtrot Ventures, Incorporated.

Parts 3, 4, and 11

Any lists of transfers provided under Parts 3, 4, and 11 of the Debtors Statements of Financial Affairs are mutually exclusive.

Part 13, Item 26.d

As noted herein, the Debtors (excluding Doms Market LLC and Doms Market Holdco Inc.) ordinarily prepare financial statements on a consolidated basis in accordance with GAAP for financial reporting purposes. Those Debtors issue their consolidated financial statements in the ordinary course of business. It would be a timely and burdensome task for the Debtors to go through their records to identify all financial institutions, creditors, and other parties to whom the Debtors have issued a financial statement within the two (2) years prior to the Petition Date; accordingly, the Debtors have not identified such recipients.

Fill in this information to identify the case:

Debtor name: Outfox Hospitality LLC

United States Bankruptcy Court for the: District of Delaware

Case number: 24-11008

☐Check if this is an
amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☒ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue

Check all that apply

Gross revenue
(before deductions and
exclusions)From the beginning of
the fiscal year to filing
date:From _____ to Filing Date☐ Operating a business
☐ Other

For prior year:

From _____ to _____

☐ Operating a business
☐ Other

For the year before that:

From _____ to _____

☐ Operating a business
☐ Other

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. Non-business income may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None**Description of sources of revenue****Gross revenue from
each source**
(before deductions and
exclusions)From the beginning of
the fiscal year to filing
date:From _____ to Filing Date

For prior year:

From _____ to _____

For the year before that:

From _____ to _____

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers - including expense reimbursements - to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
3.1			<div><input type="checkbox"/> Secured debt</div> <div><input type="checkbox"/> Unsecured loan repayments</div> <div><input type="checkbox"/> Suppliers or vendors</div> <div><input type="checkbox"/> Services</div> <div><input type="checkbox"/> Other</div>

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1			<div><input type="checkbox"/> Secured debt</div> <div><input type="checkbox"/> Unsecured loan repayments</div> <div><input type="checkbox"/> Suppliers or vendors</div> <div><input type="checkbox"/> Services</div> <div><input type="checkbox"/> Other</div>
Relationship to debtor			

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller.

Do not include property listed in line 6.

☒ None

Creditor's name and address	Description of the property	Date	Value of property
5.1			

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
6.1			
	Last 4 digits of account number		

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1 <div>Name Moore v. Foxtrot Retail, Inc., et al.</div> <div>Case number 24-cv-03272</div>	WARN Class Action	<div>Name U.S. District Court for the Northern District of Illinois</div> <div>Street 219 S Dearborn St</div> <div><div>City Chicago</div><div>State IL</div><div>Zip 60604</div></div>	<div><input checked="" type="checkbox"/> Pending</div> <div><input type="checkbox"/> On appeal</div> <div><input type="checkbox"/> Concluded</div>
7.2 <div>Name Anthony Marano Co., et al. v. Dom's Market, LLC, et al.</div> <div>Case number 24-cv-03472</div>	Civil	<div>Name U.S. District Court for the Northern District of Illinois</div> <div>Street 219 S Dearborn St</div> <div><div>City Chicago</div><div>State IL</div><div>Zip 60604</div></div>	<div><input checked="" type="checkbox"/> Pending</div> <div><input type="checkbox"/> On appeal</div> <div><input type="checkbox"/> Concluded</div>
7.3 <div>Name Sauber et al. v. Outfox Hospitality LLC, et al.</div> <div>Case number 24-cv-03374</div>	Civil	<div>Name U.S. District Court for the Northern District of Illinois</div> <div>Street 219 S Dearborn St</div> <div><div>City Chicago</div><div>State IL</div><div>Zip 60604</div></div>	<div><input checked="" type="checkbox"/> Pending</div> <div><input type="checkbox"/> On appeal</div> <div><input type="checkbox"/> Concluded</div>
7.4 <div>Name Maravilla, et al. v. Outfox Hospitality LLC, et al.</div> <div>Case number 24-cv-03366</div>	WARN Act	<div>Name U.S. District Court for the Northern District of Illinois</div> <div>Street 219 S Dearborn St</div> <div><div>City Chicago</div><div>State IL</div><div>Zip 60604</div></div>	<div><input checked="" type="checkbox"/> Pending</div> <div><input type="checkbox"/> On appeal</div> <div><input type="checkbox"/> Concluded</div>
7.5 <div>Name WeCo hospitality Inc. v. Outfox Hospitality, LLC, et al.</div> <div>Case number 2024-CH-04338</div>	Civil	<div>Name Circuit Court of Cook County, Illinois County Department, Chancery Division</div> <div>Street 50 W Washnigton St</div> <div><div>City Chicago</div><div>State IL</div><div>Zip 60602</div></div>	<div><input checked="" type="checkbox"/> Pending</div> <div><input type="checkbox"/> On appeal</div> <div><input type="checkbox"/> Concluded</div>

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
8.1 Custodian's name and address Street CityStateZip	Case title Case number Date of order or assignment	Court name and address Name Street CityStateZip

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1 Recipient's name Street CityStateZip Recipient's relationship to debtor			

Part 5: Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Date of loss	Value of property lost
10.1			

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☒ None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1 <hr/> Email or website address <hr/> Who made the payment, if not debtor? <hr/>	 <hr/>	 <hr/>	 <hr/>

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
12.1 <hr/> Trustee <hr/>	 <hr/>	 <hr/>	 <hr/>

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1 <hr/> Relationship to debtor <hr/>	 <hr/>	 <hr/>	 <hr/>

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address	Dates of occupancy
14.1 Street <hr/> City <hr/>	 From <hr/> to <hr/>

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- ☐ diagnosing or treating injury, deformity, or disease, or
- ☐ providing any surgical, psychiatric, drug treatment, or obstetric care?
- ☒ No. Go to part 9.
- ☐ Yes. Fill in the information below.

Facility name and address**Nature of the business operation, including type of services the debtor provides****If debtor provides meals and housing, number of patients in debtor's care**

15.1

Street

City

State

Zip

Location where patient records are maintained(if different from facility address). If electronic, identify any service provider**How are records kept?**

Check all that apply:

- ☐ Electronically
- ☐ Paper

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
- ☐ Yes. State the nature of the information collected and retained. _____
- Does the debtor have a privacy policy about that information?
- ☐ No
- ☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?
- ☐ No. Go to Part 10.
- ☐ Yes. Fill in below:

Name of plan**Employer identification number of the plan**

Has the plan been terminated?

- ☐ No
- ☐ Yes

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor’s name, or for the debtor’s benefit, closed, sold, moved, or transferred? Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1 Name _____ Street _____ City _____ State _____ Zip _____		<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____		

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
19.1 Name _____ Street _____ City _____ State _____ Zip _____	_____ Address _____		<input type="checkbox"/> No <input type="checkbox"/> Yes

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
20.1 Name Google (Cloud) Street 1600 Amphitheatre Parkway City Mountain View State CA Zip 94043	Further Point Acquisitions LLC Address c/o McDermott Will & Emery LLP Attn: Bradley T. Giordano 444 W Lake St Suite 4000 Chicago, IL 60606-0029	Corporate records	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

As described in the Global Notes, certain of the Debtors’ assets were sold at a foreclosure sale. The Debtors understand that these assets include access to the several off-site cloud software services used to store corporate records for all of the Debtors (including those whose assets may not have been sold).

Part 11: Property the Debtor Holds or Controls that the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property

☒ None

Owner's name and address	Location of the property	Description of the property	Value
21.1			

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders

- ☒ No.
- ☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
22.1	Name Case Number Street CityStateZip		<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No
- ☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.1	Name Street CityStateZip		

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No
- ☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
24.1			
Name	Name		
Street	Street		
CityStateZip	CityStateZip		

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☐ None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1		
Outfox Hospitality Midco LLC 167 N. Green St Ste 1100 Chicago, IL 60607	Holding company	EINNone Dates business existed From11/22/2023toPresent

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- ☐ None

Name and address	Dates of service
26a.1	
Jeff Kuempel 167 N. Green St Ste 1100 Chicago, IL 60607	From3/29/2023toPresent

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

- ☐ None

Name and address	Dates of service
26b.1	
PBG Financial Services Ltd. 1247 Waukegan Road Suite 100 Glenview, IL 60025	From1/2024toPresent

26c. List all firms or individuals who were in possession of the debtor’s books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
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26c.1

Jeff Kuempel
167 N. Green St
Ste 1100
Chicago, IL, 60607

26c.2

Further Point Acquisitions LLC
c/o McDermott Will & Emery LLP
Attn: Bradley T. Giordano
444 W Lake St
Suite 4000
Chicago, IL 60606-0029

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address

26d.1

The Debtors ordinarily prepare consolidated financial statements in accordance with GAAP for financial reporting purposes. The Debtors issue their consolidated financial statements in the ordinary course of business.

27. Inventories

Have any inventories of the debtor’s property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
---------------------------------------------------------------	-------------------	------------------------------------------------------------------------------

28. List the debtor’s officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name and Address	Position and nature of any interest	% of interest, if any
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28.1

Caroline Barry
1158 W Armitage Ave
Unit 207
Chicago, IL 60614

Secretary and Treasurer0%

28.2

DKM HoldCo LLC
1165 Clarke St.
Suite 412
Chicago, IL 60610

Member39.06%

28.3	<div>Foxtrot Holdings LLC 167 N. Green St Ste 1100 Chicago, IL 60607</div>	Member	39.06%
28.4	<div>Jared Stein 400 North Camden Drive Suite 300 Beverly Hills, CA 90210</div>	Director	0.79%
28.5	<div>Jay Owen c/o DOM Capital Group 1165 N. Clark Street Suite 402 Chicago, IL 60610</div>	Director (Chairman)	0.24%
28.6	<div>Keith Kravcik 222 N. Canal Street Third Floor Chicago, IL 60606</div>	Director	3%
28.7	<div>Michael Tully 2850 Tigertail Ave Miami, FL 33133</div>	Director	1.5%
28.8	<div>Robert Mariano 159 E. Walton Place Apt 6F Chicago, IL 60611</div>	Director	0%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
- ☒ Yes. Identify below.

Name and Address	Position and nature of any interest	Period during which position or interest was held	
29.1 <div>Liz Williams 1972 Port Weybridge Place Newport Beach, CA 92660</div>	Director (CEO)	From 12/7/2023	to 3/1/2024

29.2

Waldemar Colon
2620 W Eastwood Ave
Chicago, IL 60625

Secretary

From

12/7/2023

to

4/1/2024

29.3

Rob Twyman
20 New Street
Portland, ME 04103

CEO

From

3/1/2024

to

4/1/2024

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ No

☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1			
Relationship To Debtor			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☐ No

☒ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
31.1 Outfox Hospitality LLC	EIN 93-4442547

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No

☐ Yes. Identify below.

Name of the pension fund	Employer Identification number of the pension fund
32.1	EIN

Fill in this information to identify the case:**Debtor name:** Outfox Hospitality LLC**United States Bankruptcy Court for the:** District of Delaware**Case number:** 24-11008☐**Check if this is an
amended filing**

WARNING - Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this Statement of Financial Affairs and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

5/21/2024/s/ Caroline Barry

Signature of individual signing on behalf of debtor

Caroline Barry

Printed name

Secretary and Treasurer

Position or relationship to debtor

Are additional pages to Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy (Official Form 207) attached?☐

No

☒

Yes